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9 Attorneys for Receiver  
10 **ROBB EVANS**

11 **UNITED STATES DISTRICT COURT**  
12 **DISTRICT OF NEVADA**

13  
14 **FEDERAL TRADE COMMISSION,**

15 **Plaintiff,**

16 **v.**

17 **EQUINOX INTERNATIONAL**  
18 **CORP., et al.,**

19 **Defendants.**

**CASE NO. CV-S-99-0969-KJD (PAL)**

**STIPULATED ORDER SETTLING  
CLASS COUNSEL'S FEE  
PETITION**

20  
21 The Court has before it Class Counsel's Fee Petition. The Court heard  
22 argument regarding the Fee Petition in December 2000 and took the petition under  
23 advisement pending resolution of matters relating to the Receivership Estate.

24 Counsel for Class Plaintiffs, the Receiver, and the Federal Trade Commission  
25 have advised the Court that they have resolved their dispute regarding an award of  
26 fees and expenses to Class Counsel and incentive awards to Class Plaintiffs and  
27 have approved and stipulated to this Order as to form and content. The settlement  
28 calls for the Receiver to pay, in full and final resolution of Class Counsel's Fee

1 Petition, the sum of \$2,200,000.00 (the "Payment") as soon as practicable and  
2 allows Class Counsel to pay, out of the Payment, up to \$10,000.00 to each Class  
3 Plaintiff as an incentive award. The Court finds and concludes that Class Counsel,  
4 the Receiver, and the FTC settled Class Counsel's Fee Petition as a result of good  
5 faith, arm's-length negotiation and hereby APPROVES the settlement in all  
6 respects.

7 The Court has reviewed the extensive record relating to Class Counsel's Fee  
8 Petition. The Court finds and concludes that Class Counsel conferred benefits on  
9 the Class and that the settlement as set forth herein is fair and reasonable and  
10 therefore awards Class Counsel \$2,200,000.00 pursuant to the settlement and  
11 directs the Receiver to wire transfer the Payment, as soon as practicable but in any  
12 event within one (1) business day after the Court's signing of this Stipulated Order,  
13 pursuant to wiring instructions from Susman Godfrey L.L.P., which shall distribute  
14 the Payment among Class Counsel (and to Class Plaintiffs as an incentive award as  
15 hereinafter ordered) as Susman Godfrey L.L.P. deems appropriate in its discretion.  
16 The Receiver and the FTC shall have no responsibility or liability regarding the  
17 distribution of the Payment among Class Counsel.

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19  
20 DATED:

Kent J. Dawson, United States  
District Judge

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26  
27 [SIGNATURES OF COUNSEL ON NEXT PAGE]  
28

1 APPROVED AND STIPULATED TO  
2 AS TO FORM AND CONTENT:

3  
4 Dated: December 27, 2006

MCKENNA LONG & ALDRIDGE LLP  
GARY OWEN CARIS  
LESLEY ANNE HAWES

6  
7 By: Gary Owen Caris  
8 Gary Owen Caris  
9 Attorneys for Receiver  
10 ROBB EVANS

11  
12 Dated: December 27<sup>th</sup>, 2006

SUSMAN GODFREY L.L.P.  
BARRY BARNETT

13  
14 By: Barry Barnett  
15 Barry Barnett  
16 Attorneys for Class Plaintiffs  
17

18  
19 Dated: December 27, 2006

FEDERAL TRADE COMMISSION  
DAVID FIX

20  
21 By: David C. Fix  
22 David C. Fix  
23 Gary Owen Caris  
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25  
26  
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1 **PROOF OF SERVICE BY MAIL**

2  
3 **STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

4 I am employed in the aforesaid county, State of California; I am over the age of 18 years  
5 and not a party to the within action; my business address is **444 South Flower Street,**  
**Los Angeles, California 90071.**

6 On December 27, 2006, I served the **STIPULATED ORDER SETTLING CLASS**  
7 **COUNSEL'S FEE PETITION** on the interested parties in this action by placing the **true**  
8 **copy/original** thereof, enclosed in a sealed envelope, postage prepaid, addressed as follows:

9 **SEE ATTACHED SERVICE LIST.**

10 I am readily familiar with the business practice of my place of employment in respect to  
11 the collection and processing of correspondence, pleadings and notices for mailing with United  
12 States Postal Service.

13 The foregoing sealed envelope was placed for collection and mailing this date consistent  
14 with the ordinary business practice of my place of employment, so that it will be picked up this  
15 date with postage thereon fully prepaid at Los Angeles, California, in the ordinary course of such  
16 business.

17 ☐ (STATE)

I declare under penalty of perjury under the laws of the State of  
California that the foregoing is true and correct.

18 ☒ (FEDERAL)

I declare under penalty of perjury that the foregoing is true and  
correct, and that I am employed at the office of a member of the bar  
of this Court at whose direction the service was made.

19 Executed on December 27, 2006 at Los Angeles, California.

20   
21 Signature

22 Pamela A. Coates  
23 Print Name

**SERVICE LIST**

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